

Security Class

Holder Account Number

Fold

Voting Instruction Form ("VIF") - Annual General and Special Shareholders Meeting to be held on December 16, 2019

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. Your voting instructions will be recorded on receipt of the VIF.
9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

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VIFs submitted must be received by 10:30 am, Pacific Standard Time, on December 12, 2019

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER



Appointee(s)

Management Appointees are: Jessica Whitton, Interim Chief Executive Officer of the Company, or failing her, Kathleen MacInnes, legal counsel to the Company

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of First Mexican Gold Corp. to be held at 736 Granville Street, Suite 1100, Vancouver, British Columbia V6Z 1G3 on Monday, December 16, 2019 at 10:30 am (PST) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To Fix the Number of Directors at three (3) and to thereafter elect the directors of the Company.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Kelly Malcolm

02. Arvin Ramos

03. Daniel Nauth

For **Withhold**

3. Appointment of Auditors

Appointment of Morgan & Company LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

For **Against**

4. Approval of New Stock Option Plan

To approve and adopt the new stock option plan as described in the accompanying management information circular of the Company.

For **Against**

5. Delisting of Common Shares from the TSX Venture Exchange

To consider, and if deemed advisable, pass, with or without variation, an ordinary resolution of the majority of the disinterested shareholders of the Company, approving and authorizing the Company to apply to voluntarily delist the common shares of the Company from the TSX Venture Exchange, as more fully described in the accompanying management information circular of the Company.

For **Against**

6. New Control Person

To consider, and if deemed advisable, pass, with or without variation, an ordinary resolution of the majority of the disinterested shareholders of the Company, approving the issue of securities of the Company on a private placement basis to Irwin Professional Corporation ("IPC") which will result in IPC becoming a new "Control Person" (as such term is defined in the TSXV Corporate Finance Manual) of the Company, as more fully described in the accompanying management information circular of the Company.

For **Against**

7. Consolidation of Common Shares

To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to effect the consolidation of all of the issued and outstanding common shares of the Company on the basis of up to twenty (20) old common shares for one (1) new common share, as more fully described in the accompanying management information circular of the Company.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

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